

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	Case No. 01-01139 (KJC)
W.R. GRACE & CO., <u>et al.</u> ,)	(Jointly Administered)
)	
Debtors.)	Objection Deadline: 11/29/2013
)	Hearing Date: 12/16/2013 @ 9:00 a.m.

COVER SHEET
THIRTY-SEVENTH QUARTERLY APPLICATION OF PHILLIPS,
GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO, PI
FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT EXPENSES FOR THE
PERIOD OF APRIL 1, 2013 THROUGH JUNE 30, 2013

Name of Applicant:	Phillips, Goldman & Spence, P.A. ("PG&S")
Authorized to Provide Professional Services to:	David T. Austern, PI Future Claimants' Representative (the "FCR") and subsequently to Roger Frankel, Successor PI Future Claimants' Representative (the "Successor FCR") ¹
Date of Retention	PG&S Retention Order entered September 27, 2004 <i>Nunc Pro Tunc</i> to May 24, 2004 (for the FCR) PGS Retention Order entered July 31, 2013 <i>Nunc Pro Tunc</i> to May 16, 2013 (for the Successor FCR)
Period for which Compensation is Sought:	April 1, 2013 through June 30, 2013

¹Following Mr. Austern's death on May 16, 2013, this Court entered the order on May 29, 2013 [Dkt. No. 30681], which was amended on May 30, 2013 [Dkt. No. 30689], appointing Mr. Frankel, on an interim basis, as the successor FCR in these Chapter 11 Cases *nunc pro tunc* to May 16, 2013. No objections to the Interim Appointment Order were timely filed and the Interim Appointment Order became a Final Order. PG&S has been retained as Mr. Frankel's local bankruptcy Counsel *nunc pro tunc* to May 16, 2013 [Dkt. No. 30904]. This Fee Application contains the relevant information for all monthly fee applications filed during this quarter.

Amount of Compensation (100%) sought
as actual, reasonable, and necessary: \$15,213.00

Amount of Expense Reimbursement
sought as actual, reasonable, and necessary: \$1,041.07

Total Requested: \$16,254.07

This is an: X interim X quarterly monthly final application

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<hr/> In re: W.R. GRACE & CO., <u>et al.</u> , Debtors.)))))))	Chapter 11 Case No. 01-01139 (JKF) (Jointly Administered) Objection Deadline: 11/29/2013 Hearing Date: 12/16/2013 @ 9:00 a.m.
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**SUMMARY FOR THE
THIRTY-SEVENTH QUARTERLY APPLICATION OF PHILLIPS,
GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO, PI
FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT EXPENSES FOR THE
PERIOD OF APRIL 1, 2013 THROUGH JUNE 30, 2013**

PREVIOUS APPLICATIONS FILED

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
1 st Monthly Application 5.24.04-6.30.04 Filed 10.6.04 Dkt. No. 6549	\$5,034.50	\$0.00	Filed 10.27.04 Dkt No. 6751	\$4,027.60	\$1,006.90	\$4,027.60
1 st Quarterly Fee Application 5.24.04-6.30.04 Filed 10.27.04 Dkt. No. 6752	\$5,034.50	\$0.00	Filed 11.19.04 Dkt No. 6696	N/A	\$1,006.90	1,006.90
2 nd Monthly Application 7.1.04-7.31.04 Filed 10.6.04 Dkt. No. 6550	\$2,619.00	\$852.87	Filed 11.11.04 Dkt No. 6883	\$2,095.20	\$523.80	\$2,948.07
3 rd Monthly Application 8.1.04-8.31.04 Filed 10.8.04 Dkt. 6569	\$3,110.00	\$450.36	Filed 11.11.04 Dkt No. 6884	\$2,488.00	\$622.00	\$2,938.36
4 th Monthly Application 9.1.04-9.30.04 Filed 10.28.04 Dkt. No. 6783	\$5,034.50	\$419.64	Filed 11.19.04 Dkt No. 6997	\$4,107.20	\$1,026.80	\$4,526.84

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
2nd Quarterly Fee Application 7.1.04-9.30.04 Filed 11.16.04 Dkt. No. 6940	\$10,863.00	\$1,722.87	Filed 3.9.05 Dkt No. 7997	N/A	\$2,187.60	\$2,187.60
5 th Monthly Application 10.1.04-10.31.02 Filed 11.29.04 Dkt. No. 7041	\$6,273.00	\$582.11	Filed 12.21.04 Dkt No. 7278	\$5,018.40	\$1,254.60	\$5,600.51
6 th Monthly Application 11.1.04-11.30.04 Filed 12.28.04 Dkt. No. 7370	\$7,128.00	\$249.55	Filed 1.28.05 Dkt No. 7643	\$5,702.40	\$1,425.60	\$5,951.95
7 th Monthly Application 12.1.04-12.31.04 Filed 1.28.05 Dkt No. 7644	\$7,245.00	\$186.54	Filed 2.28.05 Dkt No. 7917	\$5,796.00	\$1,449.00	\$5,982.54
3 rd Quarterly Fee Application 10.1.04-12.31.04 Filed 2.15.05 Dkt. No. 7783	\$20,646.00	\$1,018.20	Filed 6.14.05 Dkt No. 8613	N/A	\$4,129.20	\$4,129.20
8 th Monthly Application 1.1.05-1.31.05 Filed 2.28.05 Dkt No. 7918	\$9,247.00	\$2,039.47	Filed 3.29.05 Dkt No. 8135	\$7,397.60	\$1,850.00	\$9,437.07
9 th Monthly Application 2.2.05-2.28.058 Filed 4.8.05 Dkt No. 8191	\$3,373.00	\$164.44	Filed 4.26.05 Dkt No. 8284	\$2,862.84	\$674.60	\$2,862.84
10 th Monthly Application 3.1.05-3.31.05 Filed 4.26.05 Dkt No. 8285	\$4,127.50	\$461.38	Filed 6.6.05 Dkt No. 8553	\$3,763.38	825.00	\$3,763.38
4 th Quarterly Application 1.1.05-3.31.05 Filed 4.29.05 Dkt No. 8303	\$16,747.50	\$2,665.29	Filed 9.14.05 Dkt No. 9418	N/A	\$3349.49	\$3349.49
11 th Monthly Application 4.1.05-4.30.05 Filed 6.6.05 Dkt No. 8554	\$4,910.00	\$195.51	Filed 7.26.05 Dkt No. 9094	\$3,928.00	\$982.00	\$4,123.51
12 th Monthly Application 5.1.05-5.31.05 Filed 6.27.05 Dkt No. 8686	\$3,596.00	\$309.93	Filed 7.20.05 Dkt No. 9029	\$2,876.80	\$719.20	\$3,186.73

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
13 th Monthly Application 6.1.05-6.30.05 Filed 7.26.05 Dkt No. 9095	\$5,395.00	1,093.35	Filed 8.31.05 Dkt No. 9288	\$4,316.00	\$1,079.00	5,409.35
5 th Quarterly Application Filed 7.27.05 Dkt No. 9096	\$13,901.00	\$1,598.79	Filed 12.5.05 Dkt No. 11250	N/A	\$2,780.20	\$2,780.20
14 th Monthly Application Filed 1.3.06 Dkt No. 11474	\$13,174.50	\$212.31	Filed 1.30.06 Dkt No. 11643	\$10,539.60	\$2,634.90	\$10,751.91
15 th Monthly Application Filed 1.3.06 Dkt No. 11475	\$6,226.00	\$113.00	Filed 1.30.06 Dkt No. 11644	\$4,980.80	\$1,245.20	\$5,093.80
16 th Monthly Application Filed 1.3.06 Dkt No. 11476	\$6,258.00	\$95.26	Filed 1.30.06 Dkt No. 11645	\$5,006.4	\$1,251.60	\$5,101.66
6 th Quarterly Application Filed 1.3.06 Dkt No. 11477	\$25,658.50	\$420.57	Filed 3.21.06 Dkt No. 12097	N/A	\$5,131.70	\$5,131.70
17 th Monthly Application Filed 1.3.06 Dkt No. 11478	\$10,201.00	\$9.11	Filed 1.30.06 Dkt No. 11646	\$8,160.80	\$2,040.20	\$8,169.91
18 th Monthly Application Filed 1.3.06 Dkt No. 11479	\$5,406.50	\$10.88	Filed 1.30.06 Dkt No. 11647	\$4,325.20	\$1,302.90	\$4,336.08
19 th Monthly Application Filed 2.6.06 Dkt No. 11722	\$7,533.00	\$133.39	Filed 3.1.06 Dkt No. 11918	\$6,026.40	\$1,506.60	\$6,159.79
7 th Quarterly Application Filed 2.10.06 Dkt No. 11746	\$23,140.50	\$153.38	Filed 3.21.06 Dkt No. 12098	N/A	\$4,849.70	\$4,849.70
20 th Monthly Application Filed 2.27.06 Dkt No. 11910	\$8,479.50	\$371.71	Filed 4.28.06 Dkt No. 12332	\$6,783.60	\$1,695.90	\$7,155.31
21 st Monthly Application Filed 3.23.06 Dkt No. 12109	\$6,008.50	\$469.08	Filed 4.28.06 Dkt No. 12333	\$4,806.80	\$1,201.70	\$5,275.88
22 nd Monthly Application Filed 4/28/06 Dkt No. 12334	\$5,694.00	\$580.22	Filed 12/5/06 Dkt No. 5/31/06	\$4,555.20	\$1,138.80	\$5,135.42
8 th Quarterly Application Filed 5/31/06 Dkt No. 12556	\$20,182.00	\$1,421.01	Filed 9/11/06 Dkt No. 13188	N/A	\$4,036.40	4,036.40

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
23 rd Monthly Application Filed 8.23.06 Dkt No. 13042	\$5,289.50	\$1,080.15	Filed 9/20/06 Dkt No. 13270	\$4,231.60	\$1,057.90	\$5,311.75
24 th Monthly Application Filed 8.23.06 Dkt No. 13043	\$4,235.00	\$2,740.09	Filed 9/20/06 Dkt No. 13271	\$3,338.00	\$847.00	\$6,128.09
25 th Monthly Application Filed 8.23.06 Dkt No. 13044	\$3,753.50	\$564.12	Filed 9/20/06 Dkt No. 13272	\$3,002.80	\$750.70	\$3,566.92
9 th Quarterly Application Filed 8.29.06 Dkt No. 13078	\$13,278.00	\$4,384.36	Filed 12.7.06 Dkt No. 13941	N/A	\$2,655.60	\$2,655.60
26 th Monthly Application Filed 8/29/06 Dkt No. 13079	\$7,094.50	\$62.04	Filed 9.20.06 Dkt No. 13273	\$5,675.60	\$1,418.90	\$5,737.64
27 th Monthly Application Filed 10.2.06 Dkt No. 13333	\$11,850.50	\$270.91	Filed 10.30.06 Dkt No. 13517	\$9,480.40	\$2,370.10	\$9,751.31
28 th Monthly Application Filed 10.30.06 Dkt No. 13518	\$11,649.00	\$1,264.75	Filed 11.27.06 Dkt No. 13786	\$9,319.20	\$2,329.80	\$10,583.95
10 th Quarterly Application Filed 11.9.06 Dkt No. 13611	\$30,594.00	\$1,597.70	Filed 12.7.06 Dkt No. 13942	N/A	\$6,118.80	\$6,118.80
29 th Monthly Application Filed 11.27.06 Dkt No. 13787	\$7,261.00	\$358.99	Filed 12.20.06 Dkt No. 14081	\$5,808.80	\$1,452.20	6,167.79
30 th Monthly Application Filed 12.20.006 Dkt No. 14082	\$8,944.50	\$97.57	Filed 1.30.07 Dkt No. 14424	\$7,155.60	\$1788.90	\$7,253.17
31 st Monthly Application Filed 2.5.07 Dkt No. 14485	\$17,130.50	\$857.47	Filed 3.5.07 Dkt No. 14747	\$13,704.40	\$3,426.10	\$14,561.87
11 th Quarterly Application Filed 2.7.07 Dkt No. 14511	\$33,336.00	\$1,314.03	Filed 16017 Dkt. No. 6.12.07	N/A	\$6,667.20	\$6,667.20
32 nd Monthly Application Filed 3.14.07 Dkt No. 14859	\$14,348.50	\$56.44	Filed 4.19.07 Dkt. No. 15244	\$11,478.80	\$2,869.70	\$11,535.24
33 rd Monthly Application Filed 4.19.07 Dkt No. 15247	\$8,698.00	\$216.20	Filed 5.10.07 Dkt. No. 15632	\$6,958.40	\$1,739.60	\$7,174.60

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
34 th Monthly Application Filed 4.27.07 Dkt No. 15415	\$14,039.00	\$755.74	Filed 5.30.07 Dkt No. 15897	\$11,231.20	\$2,807.80	\$11,986.94
12 th Quarterly Application Filed 5/10/07 Dkt No. 15631	\$37,085.50	\$1,028.38	Filed 9/11/07 Dkt No. 16697	N/A	\$7,417.10	\$7,417.10
35 th Monthly Application Filed 5.30.07 Dkt No. 15898	\$21,025.50	\$747.92	Filed 6/25/07 Dkt No. 16151	\$16,820.40	\$4,205.10	\$17,568.32
36 th Monthly Application Filed 5.30.07 Dkt No. 16152	\$16,554.00	\$1,137.01	Filed 9/11/07 Dkt No. 16798	\$13,243.20	\$3,310.80	\$14,380.21
37 th Monthly Application Filed 11.7.07 Dkt No. 17313	\$17,017.00	\$742.33	Filed 12.3.07 Dkt No. 17507	\$13,613.60	\$3,403.40	\$14,355.93
13 th Quarterly Application Filed 11.8.07 Dkt No. 17315	\$54,596.50	\$2,627.26	Filed 12.3.07 Dkt No. 17508	N/A	\$10,919.30	\$10,919.30
38 th Monthly Application Filed 11.9.07 Dkt No. 17318	\$17,802.00	\$99.66	Filed 12.3.07 Dkt No. 17509	\$14,241.60	\$3,560.40	\$14,341.26
39 th Monthly Application Filed 12.3.07 Dkt No. 17510	\$9,061.00	\$905.60	Filed 12.27.07 Dkt No. 17711	\$7,248.80	\$1,812.20	\$8,154.40
40 th Monthly Application Filed 12.3.07 Dkt No. 17511	\$13,241.50	\$1,202.40	Filed 12.6.07 Dkt No. 17706	\$10,593.20	\$2,648.30	\$11,795.60
14 th Quarterly Application Filed 12.3.07 Dkt No. 17512	\$40,104.50	2,207.66	Filed 3.3.08 Dkt No. 18184	N/A	\$8020.90	\$8,020.90
41 st Monthly Application Filed 12.3.07 Dkt No. 17513	\$9,331.50	\$67.00	Filed 12.26.07 Dkt No. 17707	\$7,465.20	\$1,866.30	\$7,532.20
42 nd Monthly Application Filed 12.17.07 Dkt No. 17646	\$9,544.00	\$1,019.68	Filed 1.23.08 Dkt No. 17871	\$7,635.20	\$1908.80	\$8,654.88
43 rd Monthly Application Filed 1.29.08 Dkt No. 19724	\$21,040.00	\$1,169.65	Filed 3.3.08 Dkt No. 18183	\$16,832.00	\$4,208.00	\$18,001.65
15 th Quarterly Application Filed 2.11.08 Dkt No. 18019	\$39,915.50	\$2,256.33	Filed 6.9.08 Dkt No. 18886	N/A	\$7,983.10	\$7,983.10

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
44 th Monthly Application Filed 3.14.08 Dkt No. 18292	\$29,925.00	\$236.90	Filed 4.24.08 Dkt No. 18606	\$23,940.00	\$5,985.00	\$24,176.90
45 th Monthly Application Filed 3.27.08 Dkt No. 18393	\$8,083.00	\$219.58	Filed 4.24.08 Dkt No. 18607	\$6,466.40	\$1,616.60	\$6,685.98
46 th Monthly Application Filed 4.25.08 Dkt No. 18609	\$22,230.00	\$1,839.62	Filed 5.19.08 Dkt No. 18737	\$17,784.00	\$4,446.00	\$19,623.62
16 th Quarterly Application Filed 5.19.08 Dkt No. 18738	\$60,238.00	\$2,296.10	Filed 6.9.08 Dkt No. 18886	N/A	\$12,047.60	\$12,047.60
47 th Monthly Application Filed 6.10.08 Dkt No. 18904	\$15,968.00	\$1,087.27	Filed 7.1.08 Dkt No. 19027	\$12,774.40	\$3,193.60	\$13,861.67
48 th Monthly Application Filed 7.1.08 Dkt No. 19028	\$7,235.00	\$118.33	Filed 7.28.08 Dkt No. 19167	\$5,788.00	\$1,447.00	\$5,906.33
49 th Monthly Application Filed 7.31.08 Dkt No. 19207	\$10,658.00	\$1,093.15	Filed 8.27.08 Dkt No. 19384	\$8,526.40	\$2,131.60	\$9,619.55
17 th Quarterly Application Filed 8.5.08 Dkt No. 19235	\$33,861.00	\$4,594.85	Filed 12.10.08 Dkt No. 20238	N/A	\$6,772.20	\$6,772.20
50 th Monthly Application Filed 8.27.08 Dkt No. 19385	\$9,720.00	\$826.54	Filed 9.19.08 Dkt No. 19573	\$7,776.00	\$1,944.00	\$8,602.54
51 st Monthly Application Filed 11.17.08 Dkt No. 20048	\$6,864.00	\$1,017.41	Filed 12.10.08 Dkt No. 20239	\$5,491.20	\$1,372.8	\$6508.61
52 nd Monthly Application Filed 11.17.08 Dkt No. 20049	\$10,739.00	\$822.12	Filed 1.7.09 Dkt No. 20500	\$8,591.20	\$2,147.80	\$9413.32
18 th Quarterly Application Filed 11.26.08 Dkt No. 20148	\$27,323.00	\$2,666.07	Filed 3.20.09 Dkt No. 21056	N/A	\$5,464.60	\$5,464.60
53 rd Monthly Application Filed 12.1.08 Dkt. No. 20161	\$15,150.00	\$81.25	Filed 1.5.08 Dkt No. 20415	\$12,120.00	\$3,030.00	\$12,201.25
54 th Monthly Application Filed 1.12.09 Dkt No. 20501	\$9,633.00	\$98.53	Filed 2.25.09 Dkt No. 20837	\$7,706.40	\$1,926.60	\$7,804.93

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55 th Monthly Application Filed 2.25.09 Dkt No. 20838	\$9,620.00	\$1,429.03	Filed 3.20.09 Dkt No. 21057	\$7,696.00	\$1,924.00	\$9,125.02
19 th Quarterly Application Filed 20884 Dkt No. 3.3.09	\$34,403.00	\$1,608.81	Filed 6.15.09 Dkt No. 22090	N/A	\$6,880.60	\$6,880.60
56 th Monthly Application Filed 2.25.09 Dkt No. 20839	\$17,324.00	\$1,776.56	Filed 21058 Dkt No. 3.20.09	\$13,859.20	\$3,464.80	\$15,635.76
57 th Monthly Application Filed 5.13.09 Dkt No. 21653	\$17,780.50	\$246.50	Filed 6.4.09 Dkt No. 21988	\$14,224.40	\$3,556.10	\$14,470.90
58 th Monthly Application Filed 5.13.09 Dkt No. 21654	\$21,595.00	\$741.49	Filed 6.4.09 Dkt No. 21999	\$17,276.00	\$4,319.00	\$18,017.49
20 th Quarterly Application Filed 5.19.09 Dkt No. 21743	\$56,699.50	\$2,764.55	Filed Dkt No.	N/A	\$11,339.90	\$11,339.90
59 th Monthly Application Filed 6.2.09 Dkt No. 21947	\$15,070.00	\$416.97	Filed 6.24.09 Dkt No. 22232	\$12,056.00	\$3,014.00	\$12,472.97
60 th Monthly Application Filed 6.24.09 Dkt. No. 22233	\$27,350.00	\$229.47	Filed 8.5.09 Dkt No. 22704	\$21,880.00	\$5,470.00	\$22,109.47
61 st Monthly Application Filed 1.11.2010 Dkt No. 24137	\$15,040.00	\$1,771.89	Filed 2.23.2010 Dkt. No. 24139	\$12,032.00	\$3,008.00	\$13,803.89
21 st Quarterly Application Filed 1.12.2010 Dkt. No. 24142	\$42,390.00	\$2,418.33	Filed 3.10.2010 Dkt. No. 24431	N/A	\$11,192.00	\$11,192.00
62 nd Monthly Application Filed 10.4.2011 Dkt. No. 27718	\$22,770.00	\$819.58	Filed 11.1.2011 Dkt. No. 27756	\$18,216.00	\$4,554.00	\$19,035.58
63 rd Monthly Application Filed 10.4.2011 Dkt. No. 27719	\$37,381.50	\$485.98	Filed 11.1.2011 Dkt. No. 27757	\$29,905.20	\$7,476.30	\$30,391.18
64 th Monthly Application Filed 10.4.2011 Dkt. No. 27720	\$43,410.00	67.00	Filed 11.1.2011 Dkt. No. 27858	\$34,728.00	\$8,682.00	\$34,795.00
22 nd Quarterly Application Filed 10.6.2010 Dkt. No. 27725	\$103,561.50	\$1,372.56	Filed 12.6.2011 Dkt. No. 28092	N/A	\$20,712.30	\$20,712.30

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65 th Monthly Application Filed 10.17.2011 Dkt. No. 27763	\$14,194.00	\$1,554.06	Filed 11.9.2011 Dkt. No. 27797	\$11,355.20	\$2,838.80	\$12,909.26
66 th Monthly Application Filed 10.17.2011 Dkt. No. 27764	\$9,917.50	\$1,165.00	Filed 11.9.2011 Dkt. No. 27798	\$7,934.00	\$1,983.50	\$9,099.00
67 th Monthly Application Filed 10.17.2011 Dkt. No. 27765	\$1,447.50	\$116.00	Filed 11.9.2011 Dkt. No. 27799	\$1,158.00	\$289.50	\$1,274.00
23 rd Quarterly Application Filed 10.18.2011 Dkt. No. 27768	\$25,555.00	\$2,835.06	Filed 12.6.2011 Dkt. No. 28093	N/A	\$5,111.80	\$5,111.80
68 th Monthly Application Filed 10.21.2011 Dkt. No. 27798	\$17,625.00	\$1,740.23	Filed 11.16.2011 Dkt. No. 27977	\$14,100.00	\$3,525.00	\$15,843.23
69 th Monthly Application Filed 10.21.2011 Dkt. No. 27799	\$3,870.00	\$7.98	Filed 11.16.2011 Dkt. No. 27978	\$3,096.00	\$774.00	\$3,103.98
70 th Monthly Application Filed 10.21.2011 Dkt. No. 27800	\$5,685.00	\$148.00	Filed 11.16.2011 Dkt. No. 27980	\$4,568.00	\$1,137.00	\$4,696.00
24 th Quarterly Application Filed 10.21.2011 Dkt. No. 27801	\$27,180.00	\$1,896.21	Filed 12.6.2011 Dkt. No. 28094	N/A	\$5,436.00	\$5,436.00
71 st Monthly Application Filed 10.24.2011 Dkt. No. 27814	\$3,900.00	\$249.04	Filed 11.16.2011 Dkt. No. 27981	\$3,120.00	\$780.00	\$3,369.04
72 nd Monthly Application Filed 10.24.2011 Dkt. No. 27815	\$2,130.00	\$0.57	Filed 11.16.2011 Dkt. No. 27982	\$1,704.00	\$426.00	\$1,704.57
73 rd Monthly Application Filed 10.24.2011 Dkt. No. 27816	\$2,340.00	\$0.00	Filed 11.16.2011 Dkt. No. 27983	\$1,872.00	\$468.00	\$1,872.00
25 th Quarterly Application Filed 10.24.2011 Dkt. No. 27821	\$8,370.00	\$249.61	Filed 12.6.2011 Dkt. No. 28095	N/A	\$1,674.00	\$1,674.00
74 th Monthly Application Filed 11.1.2011 Dkt. No. 27859	\$11,010.00	\$5.20	Filed 11.28.2011 Dkt. No. 28028	\$8,808.00	\$2,202.00	\$8,813.20
75 TH Monthly Application Filed 11.1.2011 Dkt. No. 27860	\$1,635.00	\$4.80	Filed 11.28.2011 Dkt. No. 28029	\$1,308.00	\$327.00	\$1,312.80

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
76 th Monthly Application Filed 11.1.2011 Dkt. No. 27861	\$1,335.00	\$74.30	Filed 11.28.2011 Dkt. No. 28030	N/A	\$267.00	\$1,142.30
26 th Quarterly Application Filed 11.2.2011 Dkt. No. 27872	\$13,980.00	\$84.30	Filed 12.6.2011 Dkt. No. 28096	N/A	\$594.00	\$2,796.00
77 th Monthly Application Filed 11.3.2011 Dkt. No. 27874	\$1,470.00	\$54.70	Filed 11.28.2011 Dkt. No. 28031	\$1,176.00	\$294.00	\$1,230.70
78 th Monthly Application Filed 11.3.2011 Dkt. No. 27875	\$975.00	\$4.50	Filed 11.28.2011 Dkt. No. 28032	\$780.00	\$195.00	\$784.50
79 th Monthly Application Filed 11.3.2011 Dkt. No. 27876	\$3,210.00	\$0.00	Filed 11.28.2011 Dkt. No. 28033	\$2,568.00	\$642.00	\$2,568.00
27 th Quarterly Application Filed 11.3.2011 Dkt. No. 27877	\$5,655.00	\$143.50	Filed 12.6.2011 Dkt. No. 28097	N/A	\$1,131.00	\$1,131.00
80 th Monthly Application Filed 11.9.2011 Dkt. No. 27903	\$7,058.50	\$104.16	Filed 12.2.2011 Dkt. No. 28064	\$5,646.80	\$1,411.70	\$5,750.96
81 st Monthly Application Filed 11.9.2011 Dkt. No. 27904	\$10,908.00	\$28.00	Filed 12.2.2011 Dkt. No. 28064	\$8,726.40	\$2,181.60	\$8,754.40
82 nd Monthly Application Filed 11.9.2011 Dkt. No. 27905	\$8,882.00	\$89.99	Filed 12.2.2011 Dkt. No. 28066	\$7,105.60	\$1,776.40	\$7,195.59
28 th Quarterly Application Filed 11.9.2011 Dkt. No. 27906	\$26,848.50	\$222.15	Filed 12.6.2011 Dkt. No. 28098	N/A	\$6,500.70	\$5,369.00
83 rd Monthly Application Filed 11.10.2011 Dkt. No. 27914	\$9,572.00	\$64.71	Filed 12.2.2011 Dkt. No. 28081	\$7,657.60	\$1,914.40	\$7,722.31
84 th Monthly Application Filed 11.10.2011 Dkt. No. 27915	\$12,943.50	\$135.50	Filed 12.5.2011 Dkt. No. 28082	\$10,354.80	\$2,588.70	\$10,490.30
85 th Monthly Application Filed 11.10.2011 Dkt. No. 27916	\$9,821.50	\$7.00	Filed 12.2.2011 Dkt. No. 28083	\$7,857.20	\$1,964.30	\$7,864.20
29 th Quarterly Application Filed 11.10.2011 Dkt. No. 27917	\$32,337.00	\$207.21	Filed 12.6.2011 Dkt. No. 28099	N/A	\$6,467.40	\$5,992.40

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
86 th Monthly Application Filed 11.11.2011 Dkt. No. 27919	\$2,376.50	\$0.90	Filed 12.2.2011 Dkt. No. 28084	\$1,901.20	\$475.30	\$1,902.10
87 th Monthly Application Filed 11.11.2011 Dkt. No. 27920	\$3,710.00	\$211.86	Filed 12.2.2011 Dkt. No. 28085	\$2,968.00	\$742.00	\$3,179.86
88 th Monthly Application Filed 11.11.2011 Dkt. No. 27921	\$1,297.50	\$0.00	Filed 12.2.2011 Dkt. No. 28086	\$1,038.00	\$259.50	\$1,038.00
30 th Quarterly Application Filed 11.11.2011 Docket No. 27922	\$7,384.00	\$212.76	Filed 12.6.2011 Dkt. No. 28100	N/A	\$1,476.80	\$1,476.80
89 th Monthly Application Filed 11.23.2011 Docket No. 28024	\$8,280.50	\$637.41	Filed 12.14.2011 Dkt. No. 28149	\$6,624.40	\$1,656.10	\$7,261.81
90 th Monthly Application Filed 12.23.2011 Docket No. 28272	\$8,342.00	\$3,833.53	Filed 1/25/2012 Dkt. No. 28410	\$6,673.60	\$1,668.40	\$10,507.13
91 ST Monthly Application Filed 1.25.2012 Docket No. 28411	\$4,571.50	\$3,144.40	Filed 2.22.2012 Dkt. No. 28559	\$3,657.20	\$914.30	\$6,801.60
31 st Quarterly Application Filed 2.3.2012 Docket No. 28466	??	??	Filed 3.19.2012 Dkt. No. 28680	N/A	??	\$4,238.80
92 nd Monthly Application Filed 2.24.2012 Docket No. 28572	\$2,812.50	\$5.42	Filed 3.19.2012 Dkt. No. 28681	\$2,250.00	\$562.50	\$2,255.42
93 rd Monthly Application Filed 3.26.2012 Docket No. 28716	\$6,983.50	\$6.50	Filed 4/18/2012 Dkt. No. 28791	\$5,586.80	\$1,396.70	\$5,593.30
94 th Monthly Application Filed 4.24.2012 Docket No. 28823	\$5,426.00	\$23.55	Filed 5.22/2012 Dkt. No. 28951	\$4,340.80	\$1,085.20	\$4,364.35
32 nd Quarterly Application Filed 4.27.2012 Docket No. 28840	\$15,222.00	\$11.92	Filed 9.11.2012 Dkt. No. 29609	N/A	\$3,044.40	\$1,396.70
95 th Monthly Application Filed 5.24.2012 Docket No. 28967	\$2,635.00	\$87.02	Filed 6.18.2012 Dkt. No. 29070	\$2,108.00	\$527.00	\$2,195.02
96 th Monthly Application Filed 6.25.2012 Docket No. 29105	\$4,105.50	\$978.11	Filed 7.18.2012 Dkt. No. 29295	\$3,284.40	\$821.10	\$4,262.51

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
97 th Monthly Application Filed 4.24.2012 Docket No. 29324	\$4,067.50	\$826.17	Filed 8.22.2012 Dkt. No. 29489	\$3,254.00	\$813.50	\$4,080.17
33 rd Quarterly Application Filed 8.3.2012 Docket No. 29405	\$8,173.00	\$1,804.28	Filed n/a Dkt. No. n/a	N/A	\$1,634.60	\$2,161.60
98 th Monthly Application Filed 8.24.2012 Docket No. 29505	\$5,673.50	\$76.80	Filed 9.19.2012 Dkt. No. 29636	\$4,538.80	\$1,134.70	\$4,615.60
99 th Monthly Application Filed 9.25.2012 Docket No. 29665	\$2,746.00	\$884.97	Filed 10.18.2012 Dkt. No. 29781	\$2,196.80	\$549.20	\$3,081.77
100 th Monthly Application Filed 10.25.2012 Docket No. 29811	\$2,032.50	\$5.40	Filed 11.20.2012 Dkt. No. 29921	\$1,626.00	\$406.50	\$1,631.40
34 th Quarterly Application Filed 10.31.2012 Docket No. 29826	\$10,452.00	\$967.17	Filed 3/12/2013 Dkt. No. 30392	N/A	\$2,090.40	\$2,090.40
101 st Monthly Application Filed 11.26.2012 Dkt. No. 29930	\$2,139.50	\$200.50	Filed 12/19/2012 Dkt. No. 30066	\$1,711.60	\$427.90	\$1,912.10
102 nd Monthly Application Filed 12.26.2012 Dkt. No. 30085	\$1,323.50	\$664.17	Filed 1/17/2013 Dkt. No. 30157	\$1,058.80	\$264.70	\$1,722.97
103 rd Monthly Application Filed 1/25/2013 Dkt. No. 30192	\$3,889.00	\$5.00	Filed 2.25.2013 Dkt. No. 30319	\$3,111.20	\$777.80	\$3,116.20
35 th Quarterly Application Filed 2.14.2013 Dkt. No. 30279	\$7,352.00	\$869.67	Filed Dkt. No.	N/A	\$3,560.80	\$264.70
104 th Monthly Application Filed 2/25/2013 Dkt. No. 30320	\$5,845.50	\$19.50	Filed 3.22.2013 Dkt. No. 30426	\$4,676.40	\$1,169.10	\$4,695.90
105 TH Monthly Application Filed 3.25.2013 Dkt. No. 30431	\$3,646.50	\$1.72	Filed 4.18.2013 Dkt. No. 30529	\$2,917.20	\$729.30	\$2,918.92
106 th Monthly Application Filed 4.19.2013 Dkt. No. 30531	\$2,706.00	\$1,013.29	Filed 5/13/2013 Dkt. No. 30621	\$2,164.80	\$541.20	\$3,179.09
36 th Quarterly Application Filed 5.8.2013 Dkt. No. 30612	\$12,198.00	\$1,034.51	Filed Dkt. No.	N/A	\$2,439.60	

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
107 th Monthly Application Filed 5.28.2013 Dkt. No. 30673	\$1,831.50	\$8.00	Filed 6.19.2013 Dkt. No. 307514	\$1,465.20	\$366.30	\$1,596.90
108 th Monthly Application Filed 6.20.2013 Dkt. No. 30752	\$957.00	\$8.00	Filed 7.15.2013 Dkt. No. 30834	\$765.60	\$191.40	\$773.00

**PREVIOUS APPLICATION AS LOCAL COUNSEL TO
ROGER FRANKEL, SUCCESSOR PI FUTURE CLAIMANTS' REPRESENTATIVE**

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
1 st Monthly Application Filed 8.6.2013 Dkt. No. 30929	\$1,633.50	\$0.00	Filed Dkt. No.	\$1,306.80	\$332.70	
2 nd Monthly Application Filed 8.6.2013 Dkt. No. 30930	\$10,791.00	\$902.37	Filed Dkt. No.	\$8,632.80	\$2,158.20	

Phillips, Goldman & Spence, P.A. ("PG&S") was initially retained in this case effective May 24, 2004. After the death of Roger Austern, PG&S was retained by the Successor FCR effective May 16, 2013. This is our Thirty-Seventh quarterly fee application. The hearing on the Quarterly Fee Application has been scheduled for December 16, 2013 at 9:00 a.m. in Wilmington, Delaware.

The PG&S professionals who rendered professional services in these cases during this Quarterly Fee Period are as follows:

THIRTY-SEVENTH QUARTERLY COMPENSATION BY PROFESSIONAL

Name of Professional Person	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
John C. Phillips, Jr.	Director/17 years/1974/ litigation/bankruptcy	\$495	23.10	\$11,434.50
Celeste A. Hartman	Sr. Paralegal/16 years/20 years prior experience	\$165	22.60	\$3,729.00
Tanya L. Birdsell	Legal Assistant/N/A	\$165	0.30	\$49.50
Grand Total			46.00	\$15,213.00
Blended Rate:				\$330.72

THIRTY-SEVENTH QUARTERLY COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration	1.70	\$280.50
Fee/Employment Applications	22.10	\$6,352.50
Fee/Employment Applications (PG&S)	9.10	\$2,128.50
Plan and Disclosure Statement	9.40	\$4,620.00
Litigation	3.70	\$1,831.50
Total	46.00	\$15,213.00

THIRTY-SEVENTH QUARTERLY EXPENSE SUMMARY

Expense Category	Service Provider	Total Expenses
In House Reproduction (10¢ per page)	N/A	\$113.30
Facsimile (\$1 per page outgoing only)	N/A	\$1.00
Overnight Courier	Federal Express	\$48.86
Parking (for Oral Argument 3 rd Circuit)	John C. Phillips, Jr.	\$17.00
On Line Docket Research	Pacer	\$24.40
Service/Cop/Mail/Document Retrieval	Parcels, Inc.	\$836.51
Total		\$1,041.07

PHILLIPS, GOLDMAN & SPENCE, P.A.



John C. Phillips, Jr., Esquire (#110)

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Wilmington, DE 19806

(302) 655-4200

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Local Counsel to PI Future

Claimants' Representative

Date: August 12, 2013